

FEDERAL AGRICULTURAL MORTGAGE CORP
 Form 4
 June 02, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RAINES JOHN DAN JR

2. Issuer Name and Ticker or Trading Symbol
 FEDERAL AGRICULTURAL MORTGAGE CORP [AGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 246 EAST WASHINGTON STREET

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 ASHBURN, GA 31714

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Class C Non-Voting Common Stock | 05/31/2006 | | M ⁽¹⁾ | 3,700 A \$ 22.4 | 3,887 | D | |
| Class C Non-Voting Common Stock | 05/31/2006 | | S ⁽¹⁾ | 3,700 D \$ 24.94 | 187 | D | |
| Class C Non-Voting Common | 05/31/2006 | | M ⁽¹⁾ | 2,000 A \$ 22.11 | 2,187 | D | |

Stock

Class C

Non-Voting Common Stock 05/31/2006 S⁽¹⁾ 2,000 D \$ 24.8875 187 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (right to buy) | \$ 22.4 | 05/31/2006 | | M ⁽¹⁾ | 3,700 | ⁽²⁾ 06/05/2008 | Class C Non-Voting Common Stock | 6,000 |
| Stock Option (right to buy) | \$ 22.11 | 05/31/2006 | | M ⁽¹⁾ | 2,000 | ⁽³⁾ 06/03/2009 | Class C Non-Voting Common Stock | 6,000 |
| Stock Option (right to buy) | \$ 26.36 | 06/01/2006 | | A ⁽¹⁾ | 6,000 | ⁽⁴⁾ 06/01/2011 | Class C Non-Voting Common Stock | 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAINES JOHN DAN JR
246 EAST WASHINGTON STREET X
ASHBURN, GA 31714

Signatures

John Dan
Raines, Jr.

06/02/2006

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This report reflects (on Table I) (i) the acquisition of 5,700 shares of Class C Non-Voting Common Stock through (a) the partial exercise of a previously partially exercised stock option acquired by the reporting person in June 2003 pursuant to former Rule 16b-3 and (b) the partial exercise of a previously unexercised stock option acquired by the reporting person in June 2004 pursuant to former Rule 16b-3;

- (1) and (ii) the sale of 5,700 shares of Class C Stock; and (on Table II) (i) the closing of the June 2003 stock option; (ii) the partial closing of the June 2004 stock option; and (iii) the acquisition of a stock option pursuant to the terms of the Amended and Restated 1997 Incentive Plan of the Federal Agricultural Mortgage Corporation. The exercises of the June 2003 and June 2004 employee stock options are exempt under Section 16(b) under Rule 16b-6, but are reported herein pursuant to Rule 16a-4.
- (2) The option was exercisable beginning June 5, 2003 with respect to 2,000 shares, beginning May 31, 2004 with respect to 2,000 shares and beginning May 31, 2005 with respect to 2,000 shares.
- (3) The option is exercisable beginning May 31, 2005 with respect to 2,000 shares, beginning May 31, 2006 with respect to 2,000 shares and beginning May 31, 2007 with respect to 2,000 shares.
- (4) The option is exercisable beginning May 31, 2007 with respect to 2,000 shares, beginning May 31, 2008 with respect to 2,000 shares and beginning May 31, 2009 with respect to 2,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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